

# INTEGRITY DRIVES US

CODE OF CONDUCT



# A Letter From Our CEO



Our Vision of Driving Value Through Culture, Innovation and Results speaks to what we are trying to accomplish, but it is our values that speak to how we behave.

There are six values we hold near and dear to our hearts. These are more than words that hang on the wall. They address how we conduct ourselves on behalf of Cooper Standard.

All our values are important, but integrity stands out above all others. This is why we have a Code of Conduct to help guide our behavior so that we consistently act in a responsible and honest way. As a part of upholding integrity, we must also be willing to speak up when we see behavior that is not consistent with our Code of Conduct.

I encourage all employees to read and understand the Company's Code of Conduct and take it seriously, as this will ensure that our Company is successful and sustainable.

When applied properly, our Code of Conduct benefits you, your family and all Cooper Standard stakeholders. It provides us with the guidance needed to ensure that our work is done in an ethical and legal manner at work and in the marketplace.

If you have any questions regarding our Code of Conduct or become aware of any violations, you should immediately contact one of the Company's ethics reporting resources, including your supervisor/manager, a member of the human resources team, the legal department, the ethics and compliance office, or any member of the global ethics and compliance committee. The Cooper Standard IntegrityLine is also available to make a report, anonymously if desired\*, at [www.CSIntegrityLine.com](http://www.CSIntegrityLine.com). Additional details on these reporting resources are available on page 8.

You can be assured that there will be no retribution or retaliation for asking questions, raising any concerns or reporting suspected violations of the Code of Conduct.

I encourage you to read our Code and refer to it for guidance as needed. Our excellent reputation rests on how each of us conducts ourselves individually and together as a Company.

Sincerely,

**Jeffrey S. Edwards**  
Chairman and Chief Executive Officer

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Our shared values make us who we are. And this is how we live them:

- We expect you to understand and follow this Code of Conduct.
  - We count on you to make ethical choices in everything you do.
  - We expect you to speak up for integrity and report anything that violates or appears to violate the Code.
  - We will take your reports and questions seriously.
  - We will not tolerate any kind of retaliation against people who raise concerns or make reports about behavior that appears to violate the Code.
  - We strive to be world-class in everything we do, including conducting business with integrity.
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*For more specific policies related to the topics addressed throughout our Code of Conduct, see the Cooper Standard Operating System (CSOS) site, including the policy pages for legal; compliance; finance; human resources; quality; and health, safety, and environment, all accessible from the CSOS homepage on the employee portal.*

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# INTEGRITY Drives Us

At Cooper Standard, we Drive Value Through Culture, Innovation and Results. We strive to be world-class in everything we do, and our core value of integrity sets us apart. Our Code of Conduct defines what it means to act with integrity at Cooper Standard and provides guidance on our Company's policies and where to go for help. While one document cannot cover all the laws we must follow or cover all the choices we will face, it provides a roadmap for navigating those situations when business decisions might not be easy or obvious.

## INTEGRITY DRIVES US TO BE...

### HONEST.

We are truthful, trustworthy and transparent in all the work that we do.

### ETHICAL.

We do business fairly, follow the laws and hold ourselves and our team members to the highest standards of ethics.

### RESPONSIBLE.

We are driven by our responsibility to contribute to the good of our business and communities through ethical actions and speaking up when we see actions that do not reflect our values.

## INTEGRITY MUST DRIVE ALL OF US

Everyone who works at Cooper Standard is responsible for understanding and following this Code of Conduct and asking questions when he or she needs more guidance. This includes directors, officers and employees worldwide, including part-time, temporary and contract personnel.

Business practices vary in some ways from country to country and culture to culture, but the standards of our Code apply universally, everywhere we do business.

At Cooper Standard, we also expect our suppliers to comply with our Supplier Code of Conduct, which outlines our commitment to business ethics and integrity, as well as our ethics and compliance obligations. The Supplier Code of Conduct is available on the Partners page of the Company's website at [www.cooperstandard.com/public-data](http://www.cooperstandard.com/public-data).

## WE TAKE INTEGRITY SERIOUSLY

Cooper Standard takes the expectations laid out in this Code very seriously. Behavior that falls below the standards of conduct in this Code or violates our policies may result in disciplinary action, up to and including termination.

# SPEAK UP for Integrity

We expect employees to speak up, both to ask questions and raise concerns. We hope that ethical misconduct never happens at Cooper Standard, but if it does, we need to know about it so we can work to resolve it. We depend on all of our team members to recognize misconduct and expect them to report it to one of the ethics reporting resources in this guide. The sooner we learn about Code violations, the sooner we can end the behavior and work to resolve any issues.



# MAKING CHOICES with Integrity

Integrity must drive how we do business every single day. While our Code addresses the most common legal and ethical questions you may encounter, not every situation can be addressed. When you face an ethical dilemma, ask yourself the following questions:

## Does this choice feel right?

Trust your gut. If something doesn't feel right, it is your responsibility to do something about it, such as speaking up and seeking guidance before making a decision or taking action.

## Is this the best choice for the Company and for my team?

We are responsible for each other and put the Company's interests before our personal interests.

## Does this choice fit all of our Company's values?

Our values define who we are as a Company.

## Does this choice look right to someone else?

We not only do the right thing, we avoid any appearance of wrongdoing as well.

## Does this choice follow the intent as well as the letter of the law?

We not only follow the law, we go above and beyond to do the right thing.

## Am I authorized to make this decision?

We seek guidance and authorization before making commitments on behalf of the Company. Often, the decision you are struggling with may require authorization from a more senior person. When you aren't sure, ask for guidance.

If these questions cannot be answered with certainty, you are expected to speak up and obtain guidance from one of the ethics reporting resources.

## WHEN SHOULD YOU SPEAK UP?

When something doesn't seem right, we expect you to take action to address the issue and report it to Cooper Standard. You should report any suspected or actual violations of our Code of Conduct to one of the Company's ethics reporting resources.

### Examples of issues that must be reported to an ethics reporting resource:

- Harassment or bullying;
- Bribery or kickback schemes;
- Inappropriate gifts or gratuities;
- Questionable accounting or auditing matters;
- Conflicts of interest;
- Product-quality concerns;
- Regulatory violations;
- Insider trading;
- Disclosure of confidential information;
- Environmental, health or safety concerns;
- Theft;
- Financial wrongdoing; and
- Inappropriate conduct with competitors.

NOTE: You may also have concerns about things happening in your workspace that are not necessarily violations of this Code such as disagreements between coworkers or concerns about another employee's job performance. You should bring these concerns to your manager or your local human resources representative.



## ETHICS REPORTING RESOURCES

To make a report, ask questions or express a concern, contact:

- Your supervisor or manager
- Any member of the human resources team
- The legal department or the ethics and compliance office (ethicsandcompliance@cooperstandard.com)
- Any member of the global ethics and compliance committee (www.cooperstandard.com/ethics)
- The Cooper Standard IntegrityLine, anonymously if desired\*, at www.CSIntegrityLine.com.

*\*Please note that a few countries in which we operate do not allow some anonymous reporting.*

## WHAT CAN YOU EXPECT WHEN YOU SPEAK UP?

No matter how or when you make a report, you can expect to be treated with respect.

- We will take your report seriously and appreciate the integrity you show by coming forward.
- We will investigate all reports promptly, thoroughly and fairly. You are expected to participate in investigations when asked.
- While we will make reasonable efforts to safeguard confidentiality during and after the investigation, it might be necessary to disclose certain sensitive information on a need-to-know basis to conduct an effective investigation.
- We will take appropriate action to end unlawful or unethical activity. And we will not tolerate retaliation against you for your report.

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## THE COOPER STANDARD INTEGRITYLINE

We are committed to maintaining an environment where open, honest communications are the expectations, not the exceptions. We want you to feel comfortable approaching your supervisor or management with questions and concerns. At the same time, we understand there may be situations in which you prefer another option.

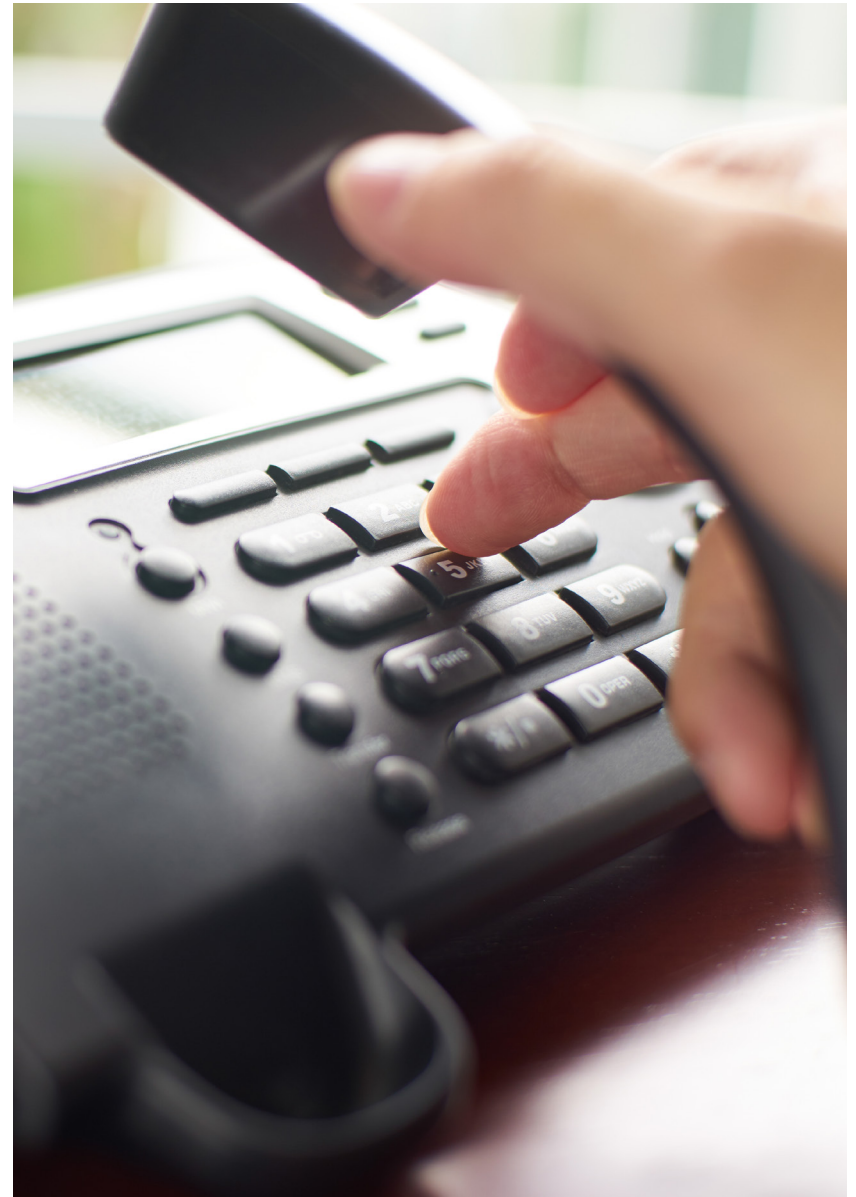
We established the Cooper Standard IntegrityLine, hosted by a third-party provider, NAVEX Global, to assist you in submitting reports related to violations of our written standards and policies, as well as asking for guidance related to ethics or compliance matters.

- **24/7.** The Cooper Standard IntegrityLine is available 24 hours a day, seven days a week by telephone or internet at [www.CSIntegrityLine.com](http://www.CSIntegrityLine.com).
- **Confidential.** The Cooper Standard IntegrityLine is answered by people outside the company at NAVEX Global, who then forward reports to the ethics and compliance office at Cooper Standard. Calls and online reports are not traced or recorded.
- **Anonymous** — if you prefer. You are encouraged to share as much information as possible, including your name and contact information, to assist in our investigation. However, if you are not comfortable sharing your name, your report is still valuable, and you may submit it anonymously, where allowed by local law.
- **Always investigated.** We take all reports about ethics and compliance matters seriously and will look into each report and follow up when further action is appropriate.
- **Interactive.** Our Company will do everything possible to respond to concerns in a timely manner. You will receive a reference number so that you can check the status of your report and, if you so choose, communicate through the IntegrityLine with the ethics and compliance office while maintaining anonymity. You will not be provided with the details of resolution but the status of your report will show “closed” when all appropriate action and investigation are complete..

 Cooper Standard  
**INTEGRITYLINE**



[WWW.CSINTEGRITYLINE.COM](http://WWW.CSINTEGRITYLINE.COM)





## OPEN DOOR POLICY

Our open door policy ensures that you receive the support you need when you have a question or need to report a concern. Your supervisor or manager is an important resource when you need help. Your supervisor is expected to listen and respond appropriately, including asking questions as necessary. He or she is also expected to bring certain issues forward to human resources or the ethics and compliance office.



If you don't feel comfortable going to your supervisor in the first place or you aren't receiving the support you need, you are encouraged to take the matter to higher levels of management or to your human resources representative.

The Company offers these additional ethics reporting resources:

- Your supervisor or manager
- Any member of the human resources team
- The ethics and compliance office ([ethicsandcompliance@cooperstandard.com](mailto:ethicsandcompliance@cooperstandard.com))
- Any member of the global ethics and compliance committee ([www.CooperStandard.com/ethics](http://www.CooperStandard.com/ethics))
- The Cooper Standard IntegrityLine, available by internet and telephone ([www.CSIntegrityLine.com](http://www.CSIntegrityLine.com))

## RETALIATION: WHAT IS IT?

Treating someone differently because they made a report or participated in an investigation is retaliation. Retaliation can be obvious — such as if a company demoted or fired someone for making a report or raising a concern about behavior inconsistent with policy or for participating in an investigation. But it can also be subtler.

Examples of retaliation include the following actions when they are taken because someone made a report or raised a concern about behavior inconsistent with our policy or participated in an investigation in good faith:

- Moving someone's workspace to a less desirable location;
- Telling someone they are no longer needed in meetings where they have been active before;
- Threats of any nature;
- Denial of promotions or benefits; and
- Taking the whole department out to lunch except the person who made a report.

## NON-RETALIATION POLICY

At Cooper Standard, we do not tolerate retaliation in any form against anyone who makes a good faith report or participates in an investigation. Making a report in good faith means that the information you provided is complete and you believe it to be true. Individuals who are responsible for, or who participate in, retaliation could be subjected to disciplinary action, up to and including termination. If you believe you have experienced retaliation, report it to one of our ethics reporting resources immediately. Anyone making a report not in good faith could also be subject to disciplinary action.

# Integrity Drives Us in Our **WORKPLACE**

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- MUTUAL RESPECT
- DIVERSITY AND INCLUSION
- SAFE WORKPLACE
- FINANCIAL RECORDS AND STATEMENTS
- FAIR WAGES
- RECORDS MANAGEMENT
- PROTECTION OF ASSETS
- INFORMATION SYSTEMS
- CONFLICTS OF INTEREST
- CONFIDENTIAL INFORMATION
- INTELLECTUAL PROPERTY



## MUTUAL RESPECT

Working for Cooper Standard means being part of a team of professionals who collaborate and treat one another with courtesy, dignity and respect. On our team, there's no place for bullying, harassment or intimidation. By supporting and encouraging each other, we drive our Company forward.

### Integrity and our Code require that we:

- Behave respectfully all the time.
- Do not act in a way that could make someone feel as if he or she is not part of the team.
- Speak up if someone is being treated disrespectfully or we observe acts that may be discriminatory or harassing.



### Harassment: What Is It?

Harassment is words or actions that someone would reasonably consider intimidating, hostile or abusive, or that create a situation that unreasonably interferes with someone's work. This includes behaviors like:

- Physical contact or touching the other person doesn't want;
- Racial, ethnic or sexual innuendo or jokes;
- Offensive emails, photographs or videos;
- Bullying a coworker; and
- Abusing a position of power for sexual favors.

Harassment can take many forms, including physical actions, spoken and written remarks, and videos or pictures.

While it can be sexual in nature, there are other types of harassment. Harassment may also be based upon race, pregnancy, age, ancestry, military or veteran status, color, religion, creed, disability, marital status, physical or mental disability, genetic information, national origin, gender, gender identity, sexual orientation, or any other characteristic protected by applicable laws.

Maintaining a respectful workplace means we do not allow harassment by any employee or by third parties such as customers, clients, suppliers or visitors.

## DIVERSITY AND INCLUSION

Our world-class team thrives because we each bring our own unique experiences and perspectives to our work. Diverse talent is one of our core values, and diversity of thought makes our company stronger. At Cooper Standard, we provide equal opportunities to our employees and prohibit unlawful discrimination and harassment of any kind.

### Integrity and our Code require that we:

- Make employment decisions, including performance evaluations or determining whom to hire and promote, based on skills and experiences.
- Never treat someone differently because of how he or she looks, where he or she comes from, his or her religion or other characteristic protected by applicable law.
- Are inclusive and value the thoughts and opinions of coworkers who may have experiences and perspectives different from your own.
- Work with suppliers who value diversity and inclusion.

### Characteristics Protected by the Law – What Are They?

There are laws that protect individuals from discrimination based on certain traits or characteristics. These characteristics should never come into play when we make employment-related decisions. They include:

- Race, skin color or national origin;
- Sex, pregnancy, gender identity or sexual preference;
- Religious beliefs or creed;
- Age;
- Physical or mental disability;
- Pregnancy;
- Genetic Information;
- Marital or civil partner status;
- Military or veteran status; and
- Other characteristics protected by applicable state or local law.

## SAFE WORKPLACE

Cooper Standard is committed to providing a safe, respectful and secure workplace for all employees. We will not tolerate violence, threats of violence or physical intimidation in the workplace. We depend on our employees to be responsible, look out for their own as well as their coworkers' safety and support our core value of maintaining a total safety culture. We expect the same standard of safety from our suppliers.

### Integrity and our Code require that we:

- Never treat anyone in an intimidating, threatening or physically aggressive way.
- Do not bring weapons, including lawfully licensed firearms, inside Company facilities; on any property owned, leased or controlled by the Company; or possess them while on Company business or events or in Company-provided vehicles, except as expressly permitted by applicable state law or as described in the New Hire Handbook.
- Never cause physical injury to another person.
- Never come to work under the influence of illegal drugs, alcohol or other drugs that could interfere with one's ability to perform one's job safely and efficiently.
- Understand that anyone suspected of possessing alcohol, a drug that is illegal under any applicable law, or a controlled substance during working hours is subject to inspection and search, with or without notice. This applies while on Company premises during work hours or at any other location while conducting business on behalf of Cooper Standard.
- Report behavior that seems suspicious, unsettling or threatening to one of our ethics reporting resources. Even if made in a seemingly joking manner, words or actions that make someone feel unsafe need to be disclosed. (If you, or someone you know, is in immediate danger, call local law enforcement authorities immediately. Then report the incident to a supervisor or manager, or by using any of the ethics reporting resources.)

# Total Safety Culture: It's What We Do

Our total safety culture is everyone's responsibility. And working in this culture requires us to take actions even beyond following our policies and regulations.

- Watch for and report unsafe situations.
- Use tools and equipment safely.
- Follow work instructions, including use of required personal protective equipment.
- Report any behavior that seems suspicious or dangerous.
- Don't use, possess or be under the influence of illegal drugs, alcohol or any other drug that could impair your ability to perform your job safely and efficiently at work.
- Don't work while impaired.
- Don't attack, harm or threaten others with violence.

*We're counting on you: If you see these or any other violations of our Code, please contact one of the ethics reporting resources.*



## FINANCIAL RECORDS AND STATEMENTS

Our customers, our shareholders and the public at large trust us to report financial information about our Company truthfully and transparently. When we present financial information about the Company, we need to be sure that our reports accurately, fairly and completely reflect the financial state of our Company and its business transactions, while following all Securities and Exchange Commission (SEC) requirements for disclosure and nondisclosure. At the same time, we must follow the principles of good accounting. Our Company has controls in place to ensure the integrity of our records and financial statements.

### Integrity and our Code require that we:

- Record all transactions accurately, completely and in a timely manner.
- Never intentionally make a false or misleading statement or require someone else to make a false statement on our behalf.
- Do not leave relevant information out of records.
- Report all expenses accurately and provide truthful supporting documentation.
- Cooperate fully with internal and external auditors, and report all required information fairly, completely and accurately.
- Never seek expense reimbursement for personal benefit or use Company accounts for personal purchases.
- Immediately report any concerns about expense reports, transactions and financial reporting to the legal department, internal audit or the IntegrityLine (if you wish to remain anonymous).

### Fraud: What Is It?

Fraud is any action that is misleading or dishonest. Fraud destroys an individual's or company's reputation for trustworthiness. It can hurt our suppliers, our customers, our Company and our employees. If you suspect fraud we need you to speak up immediately to one of our ethics reporting resources. The sooner we know about an issue, the sooner we can work to resolve it.

Fraud can take many forms, including:

- Creating false financial records or changing them dishonestly;
- Making it look like a product has been delivered when it has not, or making it look like more of a product was shipped than actually was;
- Saying a product has a feature that's not fully developed or that does not really work as you describe it;
- Saying that a quality check has been completed successfully when it has not;
- Completing an expense report and seeking reimbursement for a dinner with friends that did not involve work; and/or
- Submitting a fake receipt or supporting documentation with an expense report.



## FAIR WAGES

At Cooper Standard, we follow all laws and honor all agreements to which the Company is a party concerning working hours, wages, and benefits, and we expect the same of everyone with whom we do business.

### Integrity and our Code require that we:

- Ensure that our suppliers also follow the laws on hours and wages.
- Make sure all employees working at Cooper Standard know the terms of their employment, including what is expected of them and what rights they have.
- Never force people to work beyond the maximum hours as required by law.
- Ensure employees have the holiday and rest hours required by law.
- Ensure employees are paid wages in accordance with applicable law and meet the minimum wage as required by law.

## RECORDS MANAGEMENT

The records we create must clearly and accurately reflect our intentions, decisions and transactions. We create professional records and manage them carefully, in accordance with Cooper Standard's record management policies and applicable law.

### Integrity and our Code require that we:

- Remember that emails, texts, letters and other communication become part of the company record. Communicate courteously and professionally.
- Follow our Company's records-retention schedule, retaining records for the designated time period and disposing of them properly when the retention period has expired.
- Follow direction from the legal department if there is a request to hold records for a longer period than normal, such as when a litigation or legal hold is issued.

## PROTECTION OF ASSETS

As a part of your job, you have access to many Company assets, including our facilities, equipment, materials, property, technology, information and intellectual property.

### Integrity and our Code require that we:

- Use company assets only for company business.
- Never take, borrow or knowingly misappropriate Cooper Standard assets, including any proprietary or confidential information of the Company, for our own use, for the use of another or for an improper or illegal purpose.
- Protect our assets from loss, damage, theft, unauthorized or improper use, and waste.
- Are always professional and thoughtful when communicating.
- Complete expense reports accurately, honestly and in a timely manner.



## INFORMATION SYSTEMS

Our information and communication systems are essential tools that help us work effectively and efficiently. It's especially important that we use good judgment and follow company policies whenever we use these systems.

### Integrity and our Code require that we:

- Conduct ourselves appropriately, ethically and within the law when using our Company's information systems.
- Remember that our information technology systems, electronic communication systems and all the data and information they contain are Company property. This includes all information, messages and correspondence, including personal information and correspondence, that are created, sent through, received by, processed, accessed or stored within our electronic mail or voicemail accounts. It also includes the information employees create, send, receive, process, access or store on Company systems or technology such as laptops, phones, and other systems and devices.
- Use Company systems primarily for business purposes and only for personal reasons when it does not impact an employee's ability to do his or her job, interfere with Company business or otherwise violate our Code of Conduct.
- Use strong passwords, and never share them, not even with a coworker.
- Never use company systems to review or send material that is inappropriate, harassing or offensive; or to do anything that disparages the Company, its products or services, customers, or employees.
- Remember that the Company has the right to block access to websites and restrict the transmission of files, and may inspect or monitor all use of systems or devices owned, leased or controlled by the Company, in accordance with applicable laws. You have no expectation of privacy in information created, sent, received, processed, accessed or stored on Company systems or devices.

## CONFLICTS OF INTEREST

There may be times when our personal interests or activities can get in the way of the interests of Cooper Standard. Sometimes, these personal interests may be our own or those of our family members or close friends. Sometimes those personal interests may only appear to get in the way of the Company's interests. All of these can be conflicts of interests, and when they come up, it is very important that the Company know about them.

### Integrity and our Code require that we:

- Understand how to identify conflicts of interest and avoid them.
- Make business decisions based on the best interests of the Company.
- Do not allow relationships with suppliers, customers, competitors or others involved in the business of Cooper Standard to affect our independent and sound judgment.
- Never accept lavish or inappropriate personal benefits beyond standard marketing items or hospitality (or allow your family members or close personal friends to accept such benefits) as a result of your job at Cooper Standard.
- Disclose any conflicts of interest or potential conflicts of interest to the chief compliance officer immediately.





# Conflicts of Interests: Appearances Matter

There are certain things we simply must not do because they create conflicts of interest or they look like conflicts of interest, including:

- Accepting loans, for ourselves or our family, from the Company or from anyone who does business with or wants to do business with the Company;
- Supervising, indirectly or directly, family members or people with whom we are in a romantic relationship;
- Owning a company or part of a company or having a personal relationship with a company that does business with, wants to do business with or competes with Cooper Standard;
- Taking personal opportunities that we learn about through working at Cooper Standard;
- Using Company property or information for personal benefit or outside activities, such as volunteer work or charitable board service, without specific prior authorization by the chief compliance officer;
- Allowing outside work to interfere with our job responsibilities at Cooper Standard.



*We're counting on you: If you see these or any other violations of our Code, please contact one of the ethics reporting resources.*

## CONFIDENTIAL INFORMATION

Our customers, our business partners and our employees trust us to keep confidential information safe. This requires all of us to handle confidential information carefully and guard it diligently at all times.

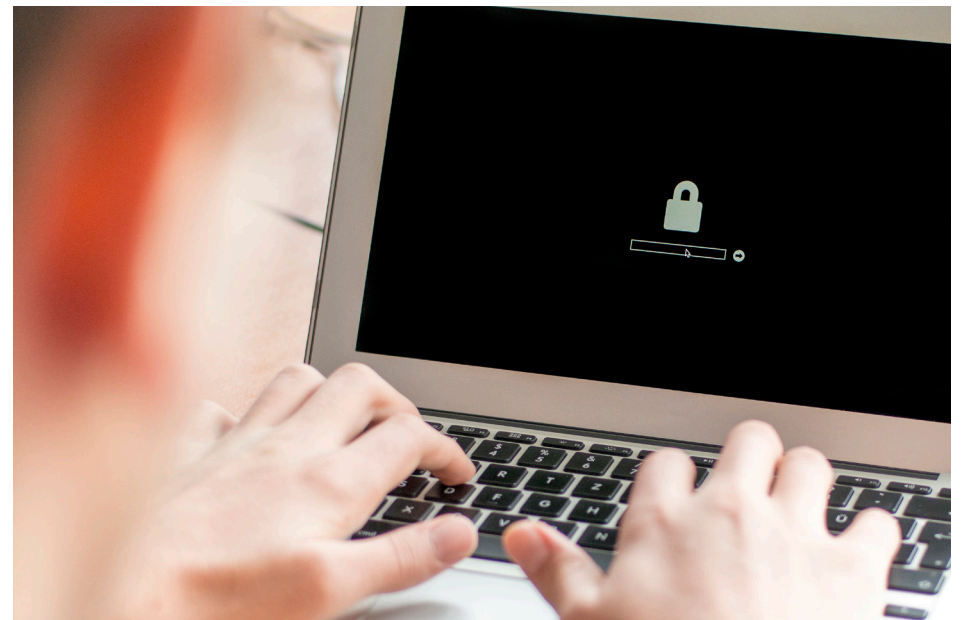
### Integrity and our Code require that we:

- Do not share confidential information with others who do not need it to do their jobs.
- Contact the legal department or our local human resources department before we share confidential information outside the Company.
- Never leave confidential information where it can be seen by someone for whom it is not intended, such as on a photocopy machine or in a shared area.
- Do not discuss confidential information in a public place where someone could hear the conversation.
- Report to the legal department as soon as possible if confidential information intended for someone else is received in error, and do not forward or use such information in any way.
- Be sure that employees comply with the terms of any confidentiality agreements under which they may be working and that they contact the legal department with any questions or concerns.
- Do not share financial information that has not already been released publicly outside the Company.

### Confidential Information: What Is It?

Confidential information is any nonpublic, confidential or proprietary information about the Company, our customers or our business partners that has not yet been released to the public. It includes, by way of example and without limitation:

- Business strategies or plans;
- The financial condition of the Company;
- Company financial information not formally published;
- Technology, processes and systems;
- Information about our products and product strategies; and
- Personal non-wage information about employees.



## INTELLECTUAL PROPERTY

When we innovate, we create the best products and services for our customers. Our intellectual property is what sets us apart, so we need to safeguard and protect it at all times. We also need to protect the intellectual property of all third parties with whom we work.

### Integrity and our Code require that we:

- Understand how to identify intellectual property and how to protect it.
- Do not share intellectual property outside of the Company unless an appropriate nondisclosure agreement is in place.
- Protect the intellectual property and patents of everyone with whom we work.
- Follow our branding policy when using Company trademarks and other brand identifiers.
- Honor our obligations pursuant to any nondisclosure agreement, or other contractual obligation, and follow similar procedures for how we protect our own information.
- Only use a customer's confidential information for the purpose the customer specifies.
- Purchase or license all commercial software, and do not copy commercial software unless the software license expressly permits copying.
- Seek guidance from the legal department if there are questions about whether something should be treated as intellectual property.
- Work with suppliers who also respect intellectual property.

### Intellectual Property: What Is It?

Our intellectual property includes our patents, copyrights, trademarks and trade secrets. Some examples include:

- Product designs and drawings;
- Recipes of our material compounds;
- New product research and development;
- Technical design or process data;
- Confidential processes and know-how; and
- Strategic plans.



# Integrity Drives Us in the **MARKETPLACE**

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- MARKETING MATERIALS
- PERSONAL DATA PROTECTION
- CAREFUL COMMUNICATION
- SOCIAL MEDIA
- PRODUCT QUALITY
- ANTITRUST AND FAIR COMPETITION
- GRATUITIES AND ENTERTAINMENT
- ANTI-BRIBERY AND ANTI-CORRUPTION
- TRADE CONTROLS
- INSIDER TRADING



## MARKETING MATERIALS

Our commitment to integrity requires us to build and maintain trust with our customers at all times. We never advertise our products in a way that is unfair, deceptive or misleading.

### Integrity and our Code require that we:

- Help our customers make informed decisions by sharing truthful and accurate information about our products.
- Never mislead a customer or hide information in order to win business.
- Never provide false information about our competitors' products and services.



## PERSONAL DATA PROTECTION

At Cooper Standard, we respect the privacy of our customers, suppliers, coworkers and everyone else with whom we do business, and we expect our suppliers to do the same. This means following the laws that tell us how we must handle personal information. It also means protecting all personal information we collect, process and store.

### Integrity and our Code require that we:

- Comply with all applicable data protection and privacy laws, including requirements to notify the right people of a data breach.
- Never share personal information about employees, customers, vendors or other business partners without permission.
- Protect the personal information we are trusted with (such as performance-management documents, salary information, expense reports or medical information) and store it only in a secure location (such as on the Company's network drives) to prevent access by an unauthorized person.
- Never access personal information about anyone if it is unnecessary to complete a job.

### Personal Information: What Is It?

Personal information is any information that can help identify an individual. It could be in any format — paper, electronic or even spoken out loud — and can include full names, addresses, email addresses, telephone numbers, credit card information and more.

## Nonpublic Information: What Is It?

Just as we need to protect the personal information of individuals, we need to protect nonpublic information about the Company, including intellectual property, financial information not formally released in our financial filings and other material information about the business. For a detailed understanding, see the sections on confidential information (page 18), intellectual property (page 19), insider trading (page 30) and material information (page 30).

Do not share in any way, including on social media channels, the following without prior written authorization from the legal department or authorized company representative, including the communications department:

- 
- Business strategies or plans;
  - The financial condition of the Company;
  - Earnings figures and trends;
  - Changes in key management;
  - Important information on lawsuits;
  - Acquisitions and sales;
  - Technology, processes and systems;
  - Information about our products and product strategies; and
  - Personal information about employees.
- 

## CAREFUL COMMUNICATION

Our customers, our investors and the public count on us to share truthful and accurate information about our Company. That's why only certain individuals have the authority to speak on Cooper Standard's behalf. This ensures our messages will be accurate, consistent and issued by an authorized company representative.

### Integrity and our Code require that we:

- Do not communicate with or send any information to the media, investors or the public, including on social media channels, without permission from the communications department to speak on behalf of Cooper Standard.
- Gain approval of the corporate communications department to be included in supplier testimonial stories.
- Follow the social media guidelines when mentioning the Company on personal accounts. See page 23 for more information.
- Contact the communications department if someone from the media or the general public asks for information about the Company.



## SOCIAL MEDIA

When we use social media, we need to be smart and thoughtful and comply with our social media policy at all times. Nothing we say or do online should harm our Company, customers, suppliers or coworkers. For a detailed understanding, please reference Cooper Standard's social media policy posted on [www.cooperstandard.com](http://www.cooperstandard.com).

### Integrity and our Code require that we:

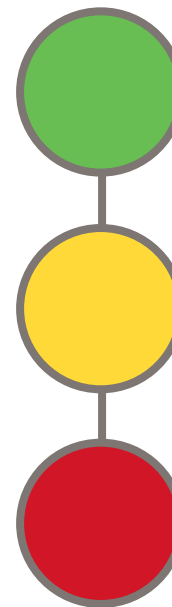
- Remember to always be professional and respectful.
- Remember that each individual is solely responsible for what he or she posts online.
- Remember there can be no expectation of privacy when using Company computers and that the Company may inspect and monitor all activity on its systems and devices.
- Use social media responsibly: disparaging or offensive material is prohibited.
- Use social media at work only if does not interfere with work or take up an unreasonable amount of time.
- Never share confidential or nonpublic information about Cooper Standard, our customers or our suppliers. Respect others' privacy and do not share their records or documents online without permission.
- Make sure when using social media outside of work that it is clear that any posts are not intended to speak on behalf of or in any way represent the Company's views.
- Remember employees are not authorized to comment or post anything on behalf of Cooper Standard. Only corporate communications and designated parties are allowed to post official Company communications. All Cooper Standard social media channels must also be approved by corporate communications.

### Social Media: What Is It?

When we say "social media," we mean all online interactions, including social networks, blogs, comments, chatrooms and websites. Our Code of Conduct applies to the words and images we post, as well as to reposts and reactions to other people's posts.

# Social Media: Be Respectful, Honest and Careful

Using social media responsibly means thinking about how your posts could affect those around you. Are your words rude, disparaging or unbusinesslike? Could you carelessly disclose confidential proprietary information? Never speak on behalf of the Company without permission from the corporate communications department.



#### Green Light: Okay to Share

Personal stories that involve you alone.

#### Yellow Light: Think Before Sharing

Stories that might hurt the Company or its customers, suppliers or employees.

Photos of you wearing company merchandise or in a company facility that might accidentally share confidential information.

#### Red Light: Never Share

Statements that are rude or discourteous.

Confidential information about the Company, its customers or suppliers.

Personal non-wage information about another employee or supplier.

Intellectual property belonging to Cooper Standard or a third party.

## PRODUCT QUALITY

At Cooper Standard, quality is one of our core values. The integrity of our products is extremely important to us and to our success. We provide our customers and business partners with safe, high-quality products. We have procedures and controls in place to ensure that we comply with all federal and customer safety and quality requirements that apply to us. We will only work with suppliers that guarantee the quality of their products and services, and we hold our suppliers accountable to our high standards.

### Integrity and our Code require that we:

- Understand and comply with the requirements and controls that apply to our job responsibilities.
- Follow all product specifications.
- Adhere to production processes and quality-control procedures.
- Prioritize our commitment to the integrity and quality of our products whenever we choose suppliers.
- Speak up if we have concerns that a product or service does not comply with applicable laws, procedures or internal controls.
- Do everything in our power to keep counterfeit products out of our supply chain.
- Ensure the accuracy and integrity of all testing data.





## ANTITRUST AND FAIR COMPETITION

We earn business through the quality and value of our world-class products, not through unfair business practices. There are many laws around the world, including U.S. antitrust laws, that are designed to protect customers and keep markets competitive. These can be complex and can vary from country to country. We comply with these laws at all times, no matter where we are conducting business, and we expect our suppliers to do the same.

### Integrity and our Code require that we:

- Avoid contact with employees of our competitors, except in the limited situations where it is necessary and for reasons allowed by law.
- Never discuss the following with competitors: prices or price-related information, information related to bids or proposals, the division or allocation of markets, or our business dealings with any third party.
- Honor nondisclosure agreements of employees who previously worked for a competitor.
- Never make an agreement with a competitor that could restrict competition.
- Gather information about competitors fairly and through the proper channels, never through bribery or theft.
- Seek guidance from the legal department when making arrangements with vendors who are also customers or competitors.
- Be especially mindful of rules and policies that govern competition laws when attending trade association meetings.
- Contact the legal department if approached about entering into any agreement with a competitor

### Prohibited Agreements — What Are They?

Prohibited agreements aim to restrict fair competition or violate international agreements or our Company's commitment to integrity. These include:

- Agreements to fix or maintain prices;
- Agreements about who can sell to certain customers, in certain territories or in certain product lines; and
- Agreements to refuse to deal with a certain supplier or customer.



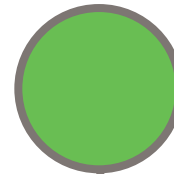
## GRATUITIES AND ENTERTAINMENT

At Cooper Standard, we recognize that appropriate gifts and entertainment can help develop professional relationships, and we expect our employees to use common sense and good judgment. Giving gifts or entertaining people must never compromise or even appear to compromise our ability to make sound, objective business decisions.

### Integrity and our Code require that we:

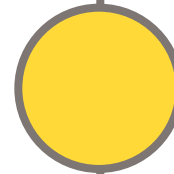
- Do not give gifts to influence a business decision. Do not accept gifts if you suspect someone is trying to influence your decisions.
- Record all gifts on expense reports, in compliance with Company policy.
- Speak with a supervisor if feeling uncomfortable about declining a gift or are concerned that this might offend the person offering it.
- Always ask a supervisor if unsure whether certain gifts or entertainment are appropriate.
- Remember that gifts and entertainment must:
  - Be consistent with accepted business practice;
  - Be of nominal value;
  - Be in good taste;
  - Be infrequent;
  - Be unsolicited;
  - Not be in the form of cash or cash equivalents; and
  - Not embarrass the recipient or the Company if the gift were publicly disclosed.

# Give the Right Gifts the Green Light



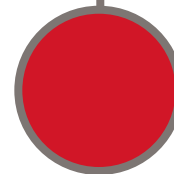
### Green Light: These gifts are generally OK:

- Reasonably priced meals where business is discussed;
- Promotional items such as pens, mugs or calendars;
- Perishable items (e.g., gift baskets, holiday cookies) intended to be shared among employees; and
- A small flower arrangement to commemorate a holiday or special occasion.



### Yellow Light: These gifts are generally not OK:

- Expensive tickets to a sold-out concert or playoff sporting event;
- A basket filled with bottles of wine; and
- A luxurious weekend away for or with a customer.



### Red Light: These gifts are never OK:

- Cash or cash equivalents such as gift cards, loans or stock;
- Luxury items of high value (e.g., designer brands, sporting equipment, liquor);
- Extended trips or outings;
- Entertainment that could be perceived as inappropriate; and
- Gifts or entertainment that violate the recipient's gift policies.

## ANTI-BRIBERY AND ANTI-CORRUPTION

Corrupt behavior has no place at Cooper Standard. No matter where and no matter with whom we are doing business, we do not offer or accept bribes. This applies to our employees around the world, our suppliers and to anyone doing business on our behalf.

### Integrity and our Code require that we:

- Never offer payment, authorize a payment or offer anything else of value to influence a business decision, obtain or retain business or secure an unfair advantage.
- Never personally accept cash or cash equivalents from a supplier or customer.
- Ensure our employees never use their relationships with suppliers for their personal benefit.
- Monitor the people who work for us, including agents who aren't directly employed by Cooper Standard, and remember our Company can be held responsible for their actions.
- Record all transactions and payments accurately and truthfully. Never hide or attempt to hide a payment.
- Keep in mind that special rules apply when we deal with government employees and officials, and seek guidance from the legal department when doing so.

### Facilitation Payments: What Are They?

Facilitation payments are small sums of money paid to a lower-level government official to speed up or easily facilitate certain routine business tasks, such as moving products through customs or obtaining a permit, license or other official document.

At Cooper Standard, we prohibit these payments except in rare circumstances, such as when someone's life is in danger. In a case like that, report it to the Company's chief compliance officer or global ethics and compliance committee immediately. Facilitation payments may not be made without prior written approval from the chief compliance officer.



# Bribery: What to Watch For

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Bribery is defined as giving or offering something of value to a decision maker in order to influence or reward a favorable business outcome. We always avoid any actions that could look like bribery — and that includes actions taken by third parties working on behalf of the Company in any capacity.

If you're working with a third party, watch for these bribery red flags:

- Evidence of personal connections to clients or prospects;
- Unclear expenditures that might be a way of disguising a personal benefit;
- An unexplained (or poorly explained) increase in “commissions” or “marketing fees”;
- Adding more people (like consultants or subcontractors) to a deal with no clear description of what they'll be doing; and
- Contributions to local charities or the community (schools, parks, etc.).

*We're counting on you: If you see these or any other violations of our Code, please contact one of the ethics reporting resources.*

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## TRADE CONTROLS

Governments everywhere regulate how companies like ours buy and sell goods and services across international borders. Because our Company operates in many countries, we and our suppliers need to understand and follow the rules about importing, exporting, and related activities everywhere we work.

These rules can be complicated and fast-changing, and they vary from country to country. Violating them can lead to heavy penalties for our Company and our employees. It's also important to remember that anyone working on our Company's behalf must also follow these rules.

### Integrity and our Code require that we:

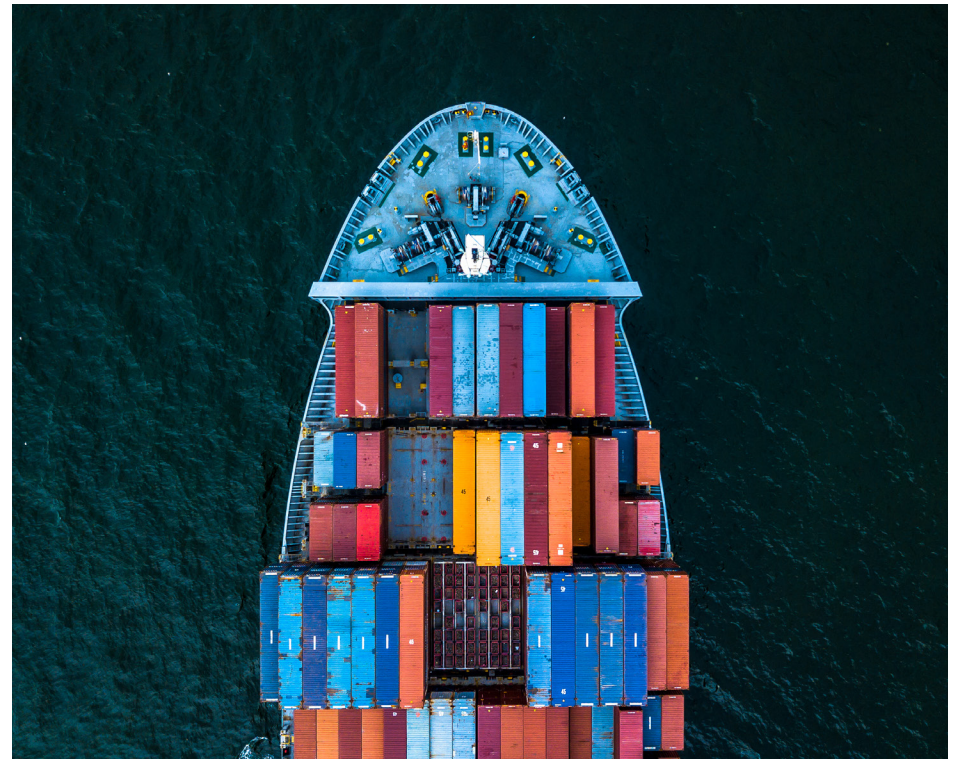
- Understand the rules related to importing and exporting when doing any work that moves goods or services across country borders.
- Make sure any information provided to government authorities is truthful and accurate.
- Do not conduct business with countries that are sanctioned by the U.S. government.
- Remain aware of the "prohibited parties" lists that show us with whom we cannot conduct business.
- Watch for language in contracts, purchase orders or shipping documents that may violate anti-boycott laws. If such language is present, report it to the legal department immediately.

### Trade Controls: What Are They?

**Import and Export Controls:** There are many regulations and restrictions on the import and export of our products, services and technologies. Special restrictions apply to products that could be used by military organizations.

**Anti-Boycott Laws:** In the United States, it is illegal to support a boycott of a foreign country if the United States does not recognize the boycott.

**Economic Sanctions and Embargoes:** The laws of the United States and other countries where we work make it illegal to trade with certain countries and individuals. If you believe that you may be working with a restricted person or a restricted country, contact the legal department immediately.



## INSIDER TRADING

The law and our policies strictly prohibit insider trading. There may be times when you learn something about Cooper Standard or one of our business partners that is not public and is important in making an investment decision regarding the Company's stock. It is against the law to buy or sell stocks based on that information. It is also against the law to give someone else a tip based on that information.

### Integrity and our Code require that we:

- Understand the insider trading laws and our policy and know how it applies to each employee.
- Do not purchase or sell stock if in possession of material, nonpublic information.
- Do not provide a tip to anyone or encourage anyone to purchase or sell stock based on material, nonpublic information.



### Material Information: What Is It?

Material information is any information that a reasonable investor would consider important when he or she is deciding whether to buy, sell or hold stock. This includes information about:

- Unpublished earnings information, including annual or quarterly financial results and guidance or projections relating to future earnings performance;
- Significant changes in sales volumes;
- A significant pending or proposed merger, acquisition, divestiture or tender offer, or joint venture;
- A pending or proposed purchase or sale of a significant asset;
- Significant technological developments;
- The addition or loss of a major customer or supplier or product program;
- Changes in executive leadership;
- Significant litigation developments;
- Restructuring or layoffs;
- Changes in auditors; and
- Planned stock splits or dividends.

For any questions regarding the materiality of certain information, please consult the legal department. Also see the securities trading policy.

# Integrity Drives Us in the **GLOBAL COMMUNITY**

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- CHARITABLE DONATIONS
- CARE FOR OUR SURROUNDINGS
- FORCED LABOR AND MODERN SLAVERY
- POLITICAL PARTICIPATION



## CHARITABLE DONATIONS

At Cooper Standard, one of our core values is to be a community partner. We are driven by our desire and responsibility to support the communities where we work and live. As a responsible corporate citizen, we contribute to registered charitable organizations through our foundation. The Cooper Standard Foundation is governed by a philanthropic committee and board of trustees.

### Integrity and our Code require that we:

- Ensure charitable contributions are not connected in any way to specific purchases or commitments.
- Ensure that all contributions are made ethically and responsibly.
- Ensure contributions are used to strengthen the communities in which our employees work and live, especially in the areas of children's charities, education, health and wellness, and community revitalization.

## CARE FOR OUR SURROUNDINGS

At Cooper Standard, our integrity drives us to respect not only the teams we work with but also our communities and the natural environment.

### Integrity and our Code require that we:

- Know and understand the environmental, health and safety laws that apply to our work.
- Work to ensure that our vendors, suppliers and contractors conduct their activities safely and responsibly and follow the Supplier Code of Conduct. We may do this by providing them with education and training.
- Perform reasonable country-of-origin investigations (RCOI) as necessary to ensure the minerals in our products are responsibly sourced.
- Follow the laws and our internal policies — and encourage our coworkers to do the same.





## FORCED LABOR AND MODERN SLAVERY

At Cooper Standard, we prohibit forced labor and modern slavery in all forms, including child labor and human trafficking, in our business and throughout our supply chain.

### Integrity and our Code require that we:

- Act with integrity in all our business transactions and have policies and controls in place to ensure that forced labor does not take place anywhere within our business transactions or relationships.
- Support freedom of association and the right to collective bargaining and expect our suppliers to do the same.
- Make sure to include language that prohibits all types of forced labor whenever we enter agreements with suppliers and business partners.
- Monitor these relationships and speak up when something doesn't seem right.

## POLITICAL PARTICIPATION

We encourage our employees to participate in the political process by registering to vote and educating themselves about the issues. At the same time, individual employees must keep their political activity separate from their work at Cooper Standard. The Company also participates in the political process through advocacy and lobbying work and follows all the laws that apply.

### Integrity and our Code require that we:

- Obtain approval from the corporate communications department and comply with all lobbying laws and regulations if undertaking political activity on the Company's behalf.
- Keep your personal political participation separate from work at Cooper Standard and do not solicit political support or contributions for such causes.
- Do not use Company funds, facilities or any other assets to support non-Company-approved political candidates, parties, organizations or other political causes.



# Integrity Drives Us **FORWARD**

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At Cooper Standard, our success — as a Company and as individuals — depends on our dedication to integrity. It defines how we do business, how we treat our coworkers and business partners, and how people see us around the world. You can do your part by following this Code of Conduct and speaking up if you see behavior inconsistent with the Code.



# Ethics Reporting Resources

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To make a report, ask questions or express a concern, contact one of our ethics reporting resources:

- Your supervisor or manager
- Any member of the human resources team
- The legal department or the ethics and compliance office (ethicsandcompliance@cooperstandard.com)
- Any member of the global ethics and compliance committee (www.cooperstandard.com/ethics)
- The Cooper Standard IntegrityLine, anonymously if desired\*, at www.CSIntegrityLine.com

*\*Please note that a few countries in which we operate do not allow anonymous reporting.*

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## COMPLIANCE WITH OUR CODE OF CONDUCT

At Cooper Standard, integrity drives us. Our commitment to our core values, our Code of Conduct, Company policies, and the laws and regulations of the countries in which we conduct business is a competitive advantage that we are proud of.

Violations of any Company policy or the law may carry serious consequences. These include disciplinary action, up to and including termination, and possible civil or criminal liability. Our Company retains the right to administer disciplinary action in response to acts of misconduct. All officers and managers are responsible for the enforcement of this policy, as well as for ensuring employee knowledge of and compliance with its guidelines. All employees, directors and agents have the responsibility to fully comply with this policy. We also expect everyone working on our Company's behalf to adhere to our Code of Conduct, including consultants, agents, suppliers and business partners. Our chief compliance officer holds ultimate responsibility for the interpretation of this policy.